THE INDUSTRIAL DEVELOPMENT AUTHORITY OF THE CITY OF TUCSON, ARIZONA

Minutes of the Regular Meeting of the Board of Directors

March 12, 2015

3:00 P.M.

at the

Ward VI Council Offices - West Conference Room 3202 East First Street Tucson, Arizona 85719

Present: Board Members Marilyn Robinson

Gary Bachman Emily Nottingham Judy Clinco Evelia Martinez Larry Lucero

Staff Charles Lotzar, Lotzar Law Firm, PC

Gary Molenda, Business Development Finance Corporation Karen Valdez, Business Development Finance Corporation Gabriel Gomez, Business Development Finance Corporation

Guests Camila Martins-Bekat, City of Tucson

Tom Fisher, City of Tucson Department of Transportation

Absent

Adam Weinstein

The Regular Meeting of the Board of Directors of The Industrial Development Authority of the City of Tucson, Arizona (the "Authority") was held on March 12, 2015, at the Ward VI Council Office - West Conference Room, 3202 E. First Street, Tucson, Arizona. All Authority's Board Members and the general public were duly notified of the meeting. C. Lotzar had informed the Authority's Board of Directors that Arizona's Open Meeting Laws allow for members of the Authority's Board of Directors and legal counsel to appear and participate in the meeting telephonically so long as all participants in the meeting can hear and be heard.

ITEM	ACTION TAKEN/TO BE TAKEN
1. Call to Order	The meeting was called to order
The meeting was called to order by Marilyn Robinson, with a quorum present.	at 3:05 p.m.
2. Request for resolution to approve the minutes of the Regular Meeting of February 12, 2015.	A MOTION was made and seconded (E. Nottingham / L. Lucero) to approve the meeting
Ms. Robinson requested a revision to item 15 (page 8) to clarify parking requirements for residential use under the Infill Incentive District (" IID ") zoning changing the wording as follows:	minutes of the February 12 , 2015 Regular Meeting with changes discussed. Approved 6-0.
From: "No legal requirement for on-site parking for residential or commercial for the Downtown Core under the IID."	Approved 0-0.
To: "Residential uses are required to provide 1 space per unit and parking must be unbundled from residential lease or sale."	

		esolution to approve the payment of invoices and the notification of on the Authority's behalf by third parties.	A MOTION was made and seconded (E. Martinez / J. Clinco) to approve payment of invoices and notification of items to be paid as presented. Approved 6-0.
4. Status report from the Liaison to City of Tucson, Arizona City Manager's Office related to:		No action taken.	
. Mart	ins - Bek	at provided the following updates:	
a)	The Cit	ty's Economic Development Prospect list	
	2 new p	projects (in the preliminary phase):	
	•	Telecommunications call center; and	
	•	Water Technology (Research & Development) - business expansion and move to Tucson.	
b)		ty's use of the Tucson Community Development Loan Fund aka the ection 108 Loan Program	
	•	Application was sent to the HUD San Francisco office; anticipate 6 to 8 weeks for a reply.	
c)	The Cit	ty's use of HOME Funds	
	•	Not under contract with any new HOME projects during the month, although 1 rental development project is in contract development (La Frontera's Rally Point project), another rental development project is pending, and a third rental development project that HOME Funds have been committed to. HOME funds were used for city administration costs, city and county down payment assistance, rental development contracts, the city's El Portal rental assistance program, and 2 homeownership development projects (Habitat for Humanity and Old Pueblo Community Services).	
d)	The Cit	ty's use of its 21 Economic Development tools	
	•	Exploring on how the City can promote better design / use of materials in the Infill Incentive District ("IID") when incentives are involved.	
e)	Curren	t items of interest	
	•	New City Manager Process down to 2 candidates: Mary Jacobs and Mike Ortega;	
	•	Sleep Pods are moving out of downtown; have a deadline of 6:30 p.m. on Friday, March 13, 2015 ;	
	•	Exploring use of CDBG funds for code enforcement; and	
	•	Preparing materials for rating presentation.	
	ıs report Block 17	related to the Downtown Links project and impact on traffic in the	No action taken.

M. Robinson introduced Tom Fisher, Project Manager at Tucson Department of Transportation ("TDOT") who gave a power point presentation on the Downtown Links project as it relates to the impact on traffic. Mr. Fisher began with the project history noting that the Downtown Links project originally began as an Arizona Department of Transportation ("ADOT") project to extend Barraza -Aviation Parkway through downtown as a limited access highway. However, this approach would have resulted in a significant loss of properties in the Historic Warehouse District. In 1989, the City of Tucson offered to take over the project. In December 2006, the Downtown Links Citizen Advisory Committee (the "CAC") approved a roadway alignment north of the Union Pacific railroad that connects with 6th Street at 7th Avenue. In 2008, the Mayor and Council approved this alignment; the 3 major benefits of this alignment include:

- Railroad-related improvements eliminating an at-grade crossing and creating a downtown no-whistle zone.
- New roadway drainage systems and a major reconstruction of the Tucson Arroyo - to remove parts of downtown and area neighborhoods from the 100year flood plain.
- **More multi-modal connections -** construction of a new pedestrian and bike deck, connections to new and existing multi-use paths.

Mr. Fisher reviewed the construction phases noting:

- Phase 1 8th Street drainage completed May 2012.
- Phase 2 St. Mary's Road, I-10 to Church Avenue completed April 2014.
- Phase 3 6th Street/links Avenue from Church Avenue to Broadway Boulevard in design which includes:
 - Reconstruction of the Tucson Arroyo culvert from **6**th Avenue to **10**th Avenue.
 - Construction of a new 6th Street alignment, railroad underpass, and 9th Avenue Deck Plaza.
 - Construction of the new four-lane links roadway, **6**th avenue Bridge, and a shared-use pathway from **6**th Street to Broadway Boulevard.
 - ➤ High School wash improvements (anticipated March 2015) to be completed by the Army Corp of Engineers. Once completed, will be able to submit a letter of Map Revisions to take area to the west out of the Flood Zone.
 - Design for Phase 3 is scheduled to be completed by January 2015 with property acquisitions and demolitions to be completed by mid-2015. Utility relocations and corridor preparation will follow, with constructions currently scheduled to begin in late 2015 or early 2016.

Mr. Fisher discussed next steps and reviewed: Maps; Planning & Design (sustainable design and construction: re-use of concrete, re-use of asphalt, water harvesting, etc.); Public Art; Property Acquisitions; and Public Relations/Business Outreach.

Discussion ensued regarding the displacement of vehicles and signage.

6. Status report and recommendations of the Loan Review Committee regarding a loan request from Business Development Finance Corporation ("BDFC") for a participation agreement with BDFC in an amount not to exceed \$92,000 and request for resolution for all actions related thereto.

E. Martinez review a request received from Business Development Finance Corporation ("BDFC") for participation in a loan to AZ Central Point East, LLC. Ms. Martinez reported that the Authority's Loan Review Committee met Wednesday, March 11, 2015 to review request and noted that it is the recommendation of the Loan Review Committee to approve participation in the loan as presented.

The total loan amount is \$184,000 and BDFC is requesting 50% participation from the Authority for a loan amount of \$94,000. Purpose of the loan is to finance machinery and equipment and renovations required for installation (as required by the City of Tucson to

- Loan purpose and Business Description.
- Analysis / comments.
- Cash flow notes.
- Loan structure / collateral / loan terms.

G. Gomez, Business Development Officer from Business Development Finance Corporation provided additional comments and answered questions to the Authority's satisfaction.

Discussion ensued and it was the consensus of the Authority to approve the loan as presented including the form of Participation Agreement with BDFC in an amount not to exceed \$92,000.

meet City Code). Ms. Martinez discussed the following:

A MOTION was made and seconded (E. Martinez / L. Lucero) to approve the Resolution related to The Industrial Development Authority of the City of Tucson, Arizona Multifamily Housing Revenue Bonds (Family Housing Resources Projects). Series 2002A. 2002B, and 2002C, as presented. Approved 6-0.

A MOTION was made and

seconded (E. Nottingham / J.

Clinco) to approve participation

in a BDFC loan to AZ Central Point East, LLC and the form

with BDFC, in an amount not

to exceed \$92,000. Approved

of Participation Agreement

7. Status report related to \$37,200,000 The Industrial Development Authority of the City of Tucson, Arizona Multifamily Housing Revenue Bonds (Family Housing Resources Projects), Series 2002A, \$2,450,000 The Industrial Development Authority of the City of Tucson, Arizona Subordinate Multifamily Housing Revenue Bonds (Family Housing Resources Projects), 2002 Series B, and \$6,350,000 The Industrial Development Authority of the City of Tucson, Arizona Subordinate Multifamily Housing Revenue Bonds (Family Housing Resources Projects), 2002 Series C (individually and collectively, the "Bonds") and potential sale of (1) the Broadway East Apartments which consists of 120 units generally located at 6199 E. Broadway Tucson, Arizona; (2) the Camino Real Apartments which consists of 256 units generally located at 8601 E. Old Spanish Trail, Tucson, Arizona; (3) the Presidio East Apartments which consists of 266 units generally located at 8485 E. 22nd Street, Tucson, Arizona; (4) the River Square Apartments which consists of 72 units generally located at 990 E. River Road, Tucson, Arizona; (5) the Silverwood Terrace Apartments which consists of 202 units generally located at 2120 N Silverbell Road, Tucson, Arizona; (6) the Villa De Paz Apartments which consists of 120 units generally located at 1050 N. Camino Seco, Tucson, Arizona; and (7) the Wilmot North Apartments which consists of 180 units generally located at 445 N. Wilmot, Tucson, Arizona (each individually and all collectively, the "Project") and 100% redemption of all the Bonds outstanding and request for resolution authorizing: (a) certain amendments to the documents evidencing or securing payment of the senior portion of the Bonds required by Fannie Mae; (b) certain amendments to the documents evidencing or securing payment of the subordinate portion of the Bonds as consented to by the holders of a majority of the subordinate portion of the Bonds; and (c) the execution and delivery of the Assumption Agreement among the Authority, BOKF, NA, dba Bank of Arizona, a national banking association, as Trustee, Quality Apartment Living, LLC, as the current owner of the Project, and Mc Realty Advisers, LLC, or its assign as the subsequent owner of the Project.

Mr. Lotzar reported that this is a house keeping matter noting that the Multifamily

Housing Revenue Bonds (Family Housing Resources Projects) Series 2002A, Series 2002B, and 2002C, backed by Fannie Mae, is selling 7 projects owned by Quality Apartment Living, LLC (Family Housing Resources, Inc. is the sole member). Subject to the Tax Regulatory Agreement (which goes through 2017), the Regulation Agreement must be Assumed by the purchaser on the Purchase date of May 18, 2015. Mr. Lotzar noted that Fannie Mae will amend the final documents to correct a glitch prior to the sale. It was noted that the obligation would have been fulfilled by 2017. Mr. Lotzar reviewed the Family Housing Resources Project Summary including the number of apartments with set aside requirements. Discussion ensued regarding loss of affordable housing.	
8. Status report related to Bank of America Home Loans actions as Master servicer related to certain 2 nd mortgage loans originated in connection with The Industrial Development Authorities of the City of Tucson, Arizona and Pima County Joint Family Mortgage Revenue Bond, Series 2006B as required by the Origination, Sale & Serving Agreement and the Authorization for Dealing with 2 nd Mortgage Loans and request for resolution to further amend the Origination, Sale & Serving Agreement. Pursuant to Arizona Revised Statutes Section 38-431.03(A)(1)(3) and/or (4), the Board may vote to recess and meet in executive session for the purpose of discussion or consultation with and to provide direction to the Board's legal counsel in connection with this item. Any action taken by the Board regarding this matter will be taken in open meeting session (either at this meeting or at a later date) after the adjournment of the executive session. C. Lotzar provided 2 nd Mortgage Loan Summary for 2014 year to date and reviewed the documents required to amend the Origination, Sale & Servicing Agreement as previously discussed at the Authority's Special meeting on January 15, 2015.	A MOTION was made and seconded (E. Nottingham / G. Bachman) to approve the forms of the Resolution and 1 st Amendment to the Origination, Sale & Servicing Agreement and the Authorization for dealing with 2 nd Mortgage Loans originated in the Joint Single Family Mortgage Revenue Bond, Series 2006B program as presented. Approved 5-0 1 Abstention: E. Martinez
9. Status report related to Bank of America Home Loans actions as Master servicer related to certain 2 nd mortgage loans originated in connection with The Industrial Development Authorities of the City of Tucson, Arizona and Pima County Joint Family Mortgage Revenue Bond, Series 2007A -2 as required by the Origination, Sale & Serving Agreement and the Authorization for Dealing with 2 nd Mortgage Loans and request for resolution to further amend the Origination, Sale & Serving Agreement. Pursuant to Arizona Revised Statutes Section 38-431.03(A)(1)(3) and/or (4), the Board may vote to recess and meet in executive session for the purpose of discussion or consultation with and to provide direction to the Board's legal counsel in connection with this item. Any action taken by the Board regarding this matter will be taken in open meeting session (either at this meeting or at a later date) after the adjournment of the executive session. C. Lotzar provided 2 nd Mortgage Loan Summary for 2014 year to date and reviewed the documents required to amend the Origination, Sale & Servicing Agreement as previously discussed at the Authority's Special meeting on January 15, 2015.	A MOTION was made and seconded (E. Nottingham / G. Bachman) to approve the forms of the Resolution and 1 st Amendment to the Origination, Sale & Servicing Agreement and the Authorization for dealing with 2 nd Mortgage Loans originated in the Joint Single Family Mortgage Revenue Bond, Series 2007A-2 program as presented. Approved 5-0 1 Abstention: E. Martinez
10. Status report related to proposed interpretations and/or amendments to Arizona's Industrial Development Financing Act, Allocation of Private Activity Bonding Act, or other state legislation affecting the Authority's affairs and request for resolution related thereto. Mr. Lotzar provided status noting that the Phoenix IDA bill has not moved or been completed.	No action taken.
11. Request for resolution authorizing either renewal of the Authority's Public Officials'& Officers' liability insurance or the acquisition of similar coverage from another carrier. Mr. Lotzar indicated he was still working to improve the policy's terms related to	No action taken.
Securities Acts coverage. Currently only litigation defense costs are covered. Mr. Lotzar	

stated that the Broker has found one carrier that will offer the coverage but feels he can improve the coverage and would like to continue looking. It was noted that 1 carrier formally declined. Mr. Lotzar asked for another month to find a better option noting that as volunteers full coverage is preferable.

12. Staff Reports:

No action taken.

K. Valdez provided status on the following:

Monthly Staff Report for the month ending February 28, 2015

- a. General Operations of the Authority:
 - i. Parking Lot Financial Statements prepared by Pueblo Parking Systems, LLC ("PPS") Reviewed reports as prepared and submitted by PPS.
 - ii. Bond Borrower's payment of Administrative Fees As of February 28, 2015 all fees are current.
 - **iii. Cash Management** Reviewed interest bearing and non-interest bearing accounts; reviewed account balances less existing commitments and recommended reserves for an estimate of funds available.
 - iv. Loan Servicing K. Valdez reported that Arizona Media Arts Center ("AZMAC") has requested an extension to July 2015 to submit their fiscal year end compiled financial statements, which are being prepared by and independent CPA. It was also noted that a review of the corporate information from the Arizona Corporation Commission ("ACC") revealed that the Borrower is "not in Good Standing". Borrower visited ACC and stated that their records have been updated and the corporation is in good standing. Ms. Valdez stated that Borrower is current on its payments and the required insurance coverage is current.
 - Loan Origination As of February 28, 2015 no new requests have been received.
 - vi. 450 N. Main Street Close of escrow was February 17, 2015.

 Documents have been recorded.
- **b.** Updates: C. Lotzar provided status on the following:
 - i. Federal legislation
 - ii. Arizona legislation
- c. Outstanding Single Family Programs:
 - i. Mortgage Revenue Programs that have completed the Origination Period:
 - A. Series 2006 (Joint) \$30,475,000-1st Mortgage Loan Interest Rate 5.97% - Final Redemption of Senior Bonds July 28, 2014 - CUSIP No. 89873QAB5 Subordinate (approximately \$149,000 - 7% 2nd Mortgage Loans are tied to the Subordinate Bonds of approximately \$820,000).

- B. Series 2007A (Joint) \$23,400,000-1st Mortgage Loan Interest Rate 5.69% - Final Redemption of Senior Bonds July 28, 2014 CUSIP No. 89873QAE9 Subordinate (approximately \$168,000 - 7% 2nd Mortgage Loans are tied to Subordinate Bonds of approximately \$135,000).
- C. Series 2008 (Joint) \$30,000,000- Mortgage Loan Interest Rate 5.89% Term Bonds CUSIP Nos. 898700FH7, 898700FJ3, 898700FK0 and PAC Bonds CUSIP No. 898700FL8 (approximately \$7,565,000 outstanding).
- D. Restructuring Opportunities and past results.
- ii. Mortgage Credit Certificate Program that is in the Origination Period 2014 in the amount of \$5,000,000 formed on January 2, 2014 Origination Period expired December 31, 2016.
 - K. Valdez reviewed the **2014** MCC Summary Report noting **15** MCCs issued to date with **4** pending.
- iii. \$15,000,000 The Industrial Development Authority of The County of Pima and The Industrial Development Authority of The City of Tucson, Arizona Revolving Taxable Single Family Mortgage Loan Program of 2012 (Pima Tucson Homebuyers Solution) Program commenced on December 17, 2012 and unless extended expires on December 31, 2016 over \$111,330,000 in mortgage-backed securities sold with over \$4,441,000 of down payment assistance granted to homebuyers.

K. Valdez reviewed the PTHS Monthly update through **February 28, 2015** noting a loan count of **1,181** a total loan volume of **\$142,331,778**.

K. Valdez discussed issues with how the Program Demographics are viewed and reviewed the Program Demographics report as prepared by ehousingPlus, Program Administrator. Ms. Valdez stated that it is important to review the "Ethnicity" report alongside the report on "Race" (EX: White-Hispanic vs Non-Hispanic) noting that Race does not include a Hispanic option and is only an option for "Ethnicity".

Mr. Lotzar reported that he continues to have "gentle" dialogue with the HUD Office of Inspector General (Phoenix and Santa Ana) as they are learning how the PTHS program works.

13. Status Report related to development of the Request for Qualifications/Request for Proposal ("RFQ/RFP") or other process related to the potential development of Block 174 and/or Block 175 and request for resolution for any actions related thereto. Pursuant to Arizona Revised Statutes Section 38-431.03(A)(1)(3) and/or (4), the Board may vote to recess and meet in executive session for the purpose of discussion or consultation with and to provide direction to the Board's legal counsel in connection with this item. Any action taken by the Board regarding this matter will be taken in open meeting session (either at this meeting or at a later date) after the adjournment of the executive session.

G. Molenda stated that the first of 2 facilitated predevelopment "listening" sessions (the

No action taken.

"Sessions") are scheduled on Wednesday, March 25, 2015 and Tuesday, April 14, 2015 to be held at the main library from 5:30 to 7:00 p.m. Neighboring businesses and property owners (including the El Presidio Neighborhood Association) within a 500' radius of Block 175 have been sent invitations to the sessions in addition to a Public Notice posted with the City of Tucson. Mr. Molenda noted that the general purpose of the sessions is to provide an open transparent process and to solicit input from surrounding businesses/neighbors.

Mr. Molenda stated the importance of introducing the Authority to clarify that the Authority is not the City of Tucson, and to provide some background information regarding the acquisition of **Block 175** noting that the property was acquired for redevelopment with interim use as a parking lot.

Mr. Molenda noted some discussion items to include:

Land Use:

- > Types of uses.
- Parking important to gather facts of available parking in the area and utilization and to include as an exhibit of the RFP.

Traffic Impact.

Design that conforms with a Historic Neighborhood.

Infill Incentive District ("IID") zoning versus underlying zoning.

Goals to accomplish:

Gain understanding of who/what the Authority is:

- ➤ Mission and Goals (Economic Development, Downtown Development, Affordable Housing).
- ➤ Public responsibility subject to the Arizona Constitution's "Gift Clause".
- Non-profit quasi-governmental agency designated a political subdivision of the State of Arizona.
- > Subject to the "open meeting" laws.
- ➤ Why now? Developer interest due to recent downtown development and activity.

M. Robinson stated that it is:

- ➤ Important to hear from those who are going to be directly impacted by development.
- ➤ Limit time for comments.
- ➤ Have "speaker" cards those who wish to speak should sign in as a speaker and identify themselves and identity the location of their home or place of business.
- > Have an aerial map of the site

14. President's Report: Brief Summary of current events, including items brought to the Presidents attention or matters that required handling by the president since

No action taken.

the last meeting.			
M. Robinson reported the following:			
M. Robinson and G. Molenda will be mee the Rio Nuevo property	ting with Fletcher McCusker regarding		
15. Call to the audience	No action taken.		
There was no one in the audience who wished to ad			
16. Adjourn		A MOTION was made and seconded (G. Bachman / E. Martinez) to adjourn meeting. Approved 6-0. Meeting was adjourned at 5:20 p.m.	
Submitted by:	Approved by:		
	_		
Karen J. Valdez	Marilyn Robinson, President		
Business Development Finance Corporation	The Industrial Development Authority of the City of Tucson, Arizona		